

CITY NATIONAL CORP
Form 8-K
May 08, 2009

United States
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 OR 15(d) of
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) **May 8, 2009**

City National Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-10521
(Commission File Number)

95-2568550
(IRS Employer Identification No.)

City National Center, 400 North Roxbury Drive, Beverly Hills, California
(Address of principal executive offices)

90210
(Zip Code)

Registrant's telephone number, including area code **(310) 888-6000**

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 8.01. OTHER EVENTS.

The Opinion and Consent of Michael B. Cahill as to the validity of the 2,800,000 shares of common stock, par value \$1.00 per share, of City National Corporation offered pursuant to the Prospectus Supplement dated May 5, 2009 are each filed herewith and are each incorporated by reference into the Registration Statement on Form S-3ASR (File No. 333-156275).

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

The following exhibits are filed herewith:

| <u>EXHIBIT NO.</u> | <u>DESCRIPTION OF EXHIBIT</u> |
|--------------------|--|
| 5.1 | Opinion of Michael B. Cahill dated May 8, 2009 |
| 23.1 | Consent of Michael B. Cahill (included in Exhibit 5.1) |

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 8, 2009

CITY NATIONAL CORPORATION

By: /s/ Michael B. Cahill
Michael B. Cahill
*Executive Vice President,
Corporate Secretary and General Counsel*
(Authorized Officer)

INDEX TO EXHIBITS

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